

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
RICHARD KELTER, individually and as  
Trustee of the RICHARD KELTER TRUST  
DATED JUNE 30, 2004,

Plaintiff,

-against-

APEX EQUITY OPTIONS FUND, LP, APEX  
EQUITY MANAGEMENT, LLC, KYLE J.  
THOMPSON, CORY H. THOMPSON,  
THOMPSON CONSULTING, INC.,  
SHERWOOD FINANCIAL, INC.,  
E. SHERMAN WARNER, M&K HOLDINGS,  
LLC, MICHAEL T. MORLEY, KRYSTIN P.  
MORLEY, and WILLOWBEND PROPERTY  
COMPANY, LLC,

Defendants.  
----- X

ECF Case 08 CV 02911

NOTICE OF MOTION  
TO ADMIT COUNSEL  
LEE R. GOLDBERG PRO HAC VICE

PLEASE TAKE NOTICE that upon the annexed affidavit of movant, Lee R. Goldberg, in support of this motion and the Certificates of Good Standing annexed thereto, we will move this Court before the Honorable Naomi R. Buchwald at the United States Courthouse for the Southern District of New York, pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York for an Order allowing the admission of movant, a member of the firm of Law Offices of Lee R. Goldberg, and a member in good standing of the Bar of the State of California, as attorney *pro hac vice* to argue or try this case in whole or in part as counsel.

MAY 13 2008

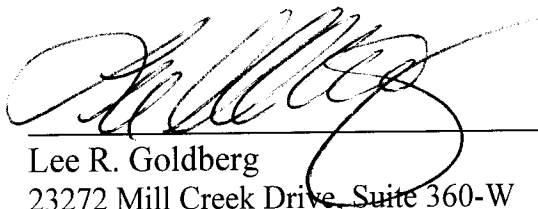
910 925-650573

2008 MAY 13 11:02  
FILED  
CLERK OF COURT

Dated: New York, New York  
May 7, 2008

LAW OFFICES OF LEE R. GOLDBERG

By:

A handwritten signature in black ink, appearing to read 'Lee R. Goldberg', is written over a horizontal line.

Lee R. Goldberg  
23272 Mill Creek Drive, Suite 360-W  
Laguna Hills, CA 92653  
(949) 305-6870 (phone)  
(949) 305-6874 (fax)

*Attorneys for Plaintiff Richard Kelter*

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- x  
**RICHARD KELTER, individually and as**  
**Trustee of the RICHARD KELTER TRUST**  
**DATED JUNE 30, 2004,**

**Plaintiff,**

**-against-**

**APEX EQUITY OPTIONS FUND, LP, APEX**  
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**THOMPSON, CORY H. THOMPSON,**  
**THOMPSON CONSULTING, INC.,**  
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**MORLEY, and WILLOWBEND PROPERTY**  
**COMPANY, LLC,**

**Defendants.**  
----- x

ECF Case 08 CV 02911

**DECLARATION**

KEVIN W. GOERING, declares under penalty of perjury, pursuant to 28 U.S.C. § 1746,  
that the following is true and correct:

1. I am a member of the law firm of Sheppard, Mullin, Richter & Hampton, LLP  
which represents plaintiff Richard Kelter in the above-captioned action. I make this declaration  
in support of the motion, pursuant to Rule 1.3(c) of the Local Rules of the United States District  
Courts for the Southern and Eastern Districts, that Lee R. Goldberg, an attorney admitted to  
practice law in the State of California, be admitted *pro hac vice* for limited admission to the Bar  
of the United States District Court for the Southern District of New York for all purposes with  
respect to the above referenced proceeding.

2. I believe Mr. Goldberg to be of good character and I know of no reason why this  
Court should not grant this motion.

WHEREFORE, it is respectfully requested that the motion seeking the *pro hac vice* admission of Mr. Goldberg to this Court be granted and for such other and further relief as this Court deems just and proper.

Dated: New York, New York  
May 12, 2008

A handwritten signature in black ink, appearing to read 'K. Goering', is positioned above a horizontal line.

---

KEVIN W. GOERING

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
RICHARD KELTER, individually and as :  
Trustee of the RICHARD KELTER TRUST :  
DATED JUNE 30, 2004, :

Plaintiff, :

-against- :

APEX EQUITY OPTIONS FUND, LP, APEX :  
EQUITY MANAGEMENT, LLC, KYLE J. :  
THOMPSON, CORY H. THOMPSON, :  
THOMPSON CONSULTING, INC., :  
SHERWOOD FINANCIAL, INC., :  
E. SHERMAN WARNER, M&K HOLDINGS, :  
LLC, MICHAEL T. MORLEY, KRYSTIN P. :  
MORLEY, and WILLOWBEND PROPERTY :  
COMPANY, LLC, :

Defendants. :  
----- X

ECF Case 08 CV 02911

**AFFIDAVIT OF LEE R. GOLDBERG  
IN SUPPORT OF MOTION TO  
ADMIT COUNSEL PRO HAC VICE**


State of California )  
 ) ss:  
County of Orange )

Lee R. Goldberg, being duly sworn, hereby deposes and says as follows:

1. I am a member of the law firm of Law Offices of Lee R. Goldberg.
2. I submit this affidavit in support of my motion for admission to practice *pro hac vice* in the above captioned matter.
3. As shown in the Certificates of Good Standing annexed hereto, I am a member in good standing of the Bar of the State of California.
4. There are no pending disciplinary proceedings against me in any State or Federal court.
5. Wherefore your affiant respectfully submits that he be permitted to

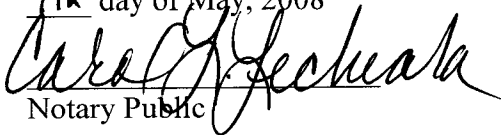
appear as counsel and advocate *pro hac vice* in this one case.

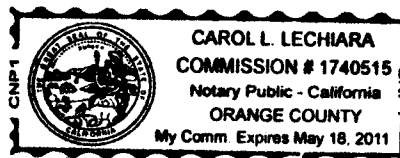
Dated: May 7, 2008

  
\_\_\_\_\_  
LEE R. GOLDBERG

Sworn to before me on this

7<sup>th</sup> day of May, 2008

  
\_\_\_\_\_  
Notary Public





# THE STATE BAR OF CALIFORNIA

MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

May 9, 2008

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, LEE RANDY GOLDBERG, #125706 was admitted to the practice of law in this state by the Supreme Court of California on December 11, 1986; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Kath Lambert", is written over a horizontal line.

Kath Lambert  
Custodian of Membership Records

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**RICHARD KELTER, individually and as**  
**Trustee of the RICHARD KELTER TRUST**  
**DATED JUNE 30, 2004,**

**Plaintiff,**

**-against-**

**APEX EQUITY OPTIONS FUND, LP, APEX**  
**EQUITY MANAGEMENT, LLC, KYLE J.**  
**THOMPSON, CORY H. THOMPSON,**  
**THOMPSON CONSULTING, INC.,**  
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**E. SHERMAN WARNER, M&K HOLDINGS,**  
**LLC, MICHAEL T. MORLEY, KRYSTIN P.**  
**MORLEY, and WILLOWBEND PROPERTY**  
**COMPANY, LLC,**

**Defendants.**  
----- X

ECF Case 08 CV 02911

**AFFIDAVIT OF SERVICE**

I, Bardia Bakhtari, an attorney admitted to practice law in the Courts of the State of New York, a person over eighteen (18) years of age, and not a party to this action affirms the following under penalties of perjury. On May 12, 2008 I caused true and correct copies of NOTICE OF MOTION TO ADMIT COUNSEL LEE R. GOLDBERG *PRO HAC VICE*, AFFIDAVIT OF LEE R. GOLDBERG IN SUPPORT OF MOTION TO ADMIT COUNSEL *PRO HAC VICE*, ADMISSION TO PRACTICE *PRO HAC VICE*, and DECLARATION to be served via first class mail upon the following:

John V. McDermott  
Randall H. Miller  
Jonathan G. Fetterly  
Jordan Susman  
HOLME ROBERTS & OWEN LLP  
1700 Lincoln Street, Suite 4100  
Denver, CO 80203

Attorneys for Defendants Apex Equity Options Fund, LP, Apex Equity Management, LLC, Kyle J. Thompson, Cory H. Thompson, Thompson Consulting, Inc., Sherwood Financial, Inc.



John A. Wait  
FOX ROTHSCHILD LLP  
100 Park Avenue  
Suite 1500  
New York, NY 10017

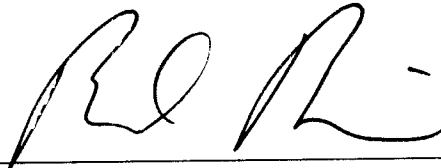
Evan Schmutz  
Andrew Wright  
HILL JOHNSON & SCHMUTZ  
RiverView Plaza, Suite 300  
4844 North 300 West  
Provo, UT 84604-5663

Attorneys for M&K Holdings, LLC, Michael T. Morley, Krystin P. Morley and  
Willowbend Property Company, LLC

E. Sherman Warner, *pro se*  
6995 Union Park Center, Suite #320  
Cottonwood Heights, UT 84047

Dated: New York, New York  
May 13, 2008

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

By: 

Bardia Bakhtari  
30 Rockefeller Plaza  
New York, NY 10112  
Telephone: (212) 332-3800  
Facsimile: (212) 332-3888

*Attorneys for Plaintiff Richard Kelter*

*I was to before me  
this 13<sup>th</sup> day of May, 2008  
Mary Lee Evers*  
**MARY LEE EVERS**  
**NOTARY PUBLIC, State of New York**  
**No. 31-4819855**  
**Qualified in New York County**  
**Commission Expires February 28, 2011**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

|   |   |                                    |
|---|---|------------------------------------|
| -----                                       | x |                                    |
| <b>RICHARD KELTER, individually and as</b>  | : |                                    |
| <b>Trustee of the RICHARD KELTER TRUST</b>  | : |                                    |
| <b>DATED JUNE 30, 2004,</b>                 | : |                                    |
|   | : | ECF Case 08 CV 02911               |
| <b>Plaintiff,</b>                           | : |                                    |
|   | : |                                    |
| <b>-against-</b>                            | : | <b>ORDER ADMITTING</b>             |
|   | : | <b>LEE R. GOLDBERG TO PRACTICE</b> |
|   | : | <b><u>PRO HAC VICE</u></b>         |
| <b>APEX EQUITY OPTIONS FUND, LP, APEX</b>   | : |                                    |
| <b>EQUITY MANAGEMENT, LLC, KYLE J.</b>      | : |                                    |
| <b>THOMPSON, CORY H. THOMPSON,</b>          | : |                                    |
| <b>THOMPSON CONSULTING, INC.,</b>           | : |                                    |
| <b>SHERWOOD FINANCIAL, INC.,</b>            | : |                                    |
| <b>E. SHERMAN WARNER, M&amp;K HOLDINGS,</b> | : |                                    |
| <b>LLC, MICHAEL T. MORLEY, KRYSTIN P.</b>   | : |                                    |
| <b>MORLEY, and WILLOWBEND PROPERTY</b>      | : |                                    |
| <b>COMPANY, LLC,</b>                        | : |                                    |
|   | : |                                    |
| <b>Defendants.</b>                          | : |                                    |
| -----                                       | x |                                    |

The motion for admission to practice *pro hac vice* in the above captioned matter is granted. The admitted attorney, Lee R. Goldberg, is permitted to argue or try this particular case in whole or in part as counsel or advocate.

An attorney admitted to practice *pro hac vice* is required to pay a \$25.00 attorney admission fee and present this Order to the intake deputy clerk in the Clerk's Office. When paying by mail, return a copy of this Order to the Clerk's Office with the required fee.

This Order confirms your appearance as counsel in this case, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorney admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated:

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United States District Judge